

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

To: SEE ATTACHED SERVICE LIST

NOTICE OF MOTION

Please be advised that on January 26, 2006 at 10:00 a.m., or as soon thereafter as counsel may be heard, I shall appear before the Honorable Judge Hollis, room 644 or any other judge as may be holding court in her absence at 219 S. Dearborn St., Chicago, Illinois, I will then and there present the attached **APPLICATION FOR COMPENSATION AND REIMBURSEMENT FOR EXPENSES**, at which time and place you may appear as you see fit to do.

PROOF OF SERVICE

I, RICHARD L. HIRSH, attorney, certify that I served a true and correct copy of the above Motion to all parties listed above by depositing same in First Class Mail in properly addressed envelopes, proper postage prepaid, at approximately 5:00 p.m. from 15 Spinning Wheel Road, Hinsdale, Illinois on January 4, 2006.

by: /s/ Richard L. Hirsh

Richard L. Hirsh
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Atty. No. 1225936

Darrell Payne, Classic World Productions Inc., 2760 Beverly Drive Unit # 9. Aurora, IL 60502

Beverly Properties, 2760 Beverly Dr. Unit 9, Aurora, IL 60504

C/F International Inc., c/o Novack & Macey, 303 W. Madison St #1500, Chicago, IL 60606

Darrell Payne, 4112 Diamond Ct., Naperville, IL 60564

Lindsey H. Taylor, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein, 5 Becker Farm Rd, Roseland, NJ 07068

First Choice Bank, 2000 W. State St., Geneva, IL 60134

Mr. Ira Bodenstein, Office of the U.S. Trustee, Region 11, 227 W. Monroe St., Suite 3350 Chicago, IL 60606

Michael J. Davis, Springer, Brown, Covey Gaertner & Davis LLC., 400 S. County Farm Road, Suite 330, Wheaton, IL 60187

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

APPLICATION FOR COMPENSATION AND REIMBURSEMENT FOR EXPENSES

Richard L. Hirsh ("applicant"), former attorney for Classic World Productions, Inc., Debtor in Possession, pursuant to Section 330 of the Bankruptcy Code and Bankruptcy Rule 2016, respectfully moves for the entry of an order for allowance of professional fees and expenses incurred in this case as counsel for Debtor in Possession, as follows:

HISTORY, BACKGROUND, AND THE CHAPTER 11 PROCEEDINGS

1. This Chapter 11 case was commenced by the filing of a voluntary petition for reorganization on or about July 30, 2005. The primary and immediate goal of the filing was to regain possession of substantially all of the assets of the debtor which were seized pursuant to a prepetition writ of execution issued by the U.S. District Court. That immediate goal was achieved shortly after the filing. The undersigned eventually withdrew as counsel on November 22, 2005, but not before performing substantial services which benefitted both the debtor and the debtor's estate.

Since the filing of the reorganization, the Debtor has managed its financial affairs as debtor-in-possession pursuant to Section 1121 of the Bankruptcy Code. No trustee or examiner has been appointed in this case. .

2. Classic World Productions, Inc., is a business engaged in the production, sale and distribution of music and related products including but limited to Tapes, DVDs and CDs.
3. Debtor retained the undersigned in July, 2005, shortly before filing this case and thereafter the

undersigned was employed by the Debtor-in-Possession pursuant to court order. A copy of that order and prepetition retainer agreement are attached as exhibit A.

4. The activities of applicant, as counsel, during the period of the proceedings to date have involved the following general categories of legal services: A.) filing petition, retention of attorneys; review of bankruptcy procedures with the client. Analysis of situation with C/F International Inc., preparing for completion of schedules; B.) Negotiating and obtaining post-petition possession of assets seized by C/F International; C.) Advising the debtor and its principals regarding the need to use cash collateral, and to refrain from same without court order. E.) Negotiations with the debtor's landlords regarding relief from the stay for non-payment of rent. after acceptance and rejection of several of the leases; G.) Preparation of the proposed Plan and Disclosure statement; F) Review of the claims docket and preparation claim objections; G) preparation of fee application. These activities are described below.
5. All professional services were rendered by the undersigned personally. All services were billed at the rate of \$325/hour as provided for in the retainer agreement. The total number of hours including preparation of this application was 34.09 hours. Attached hereto as exhibit B is a detailed time and task statement of all the services rendered, including the date of services, lawyer who performed services; time devoted, a description of the activities performed and the corresponding fee generated. Professional services totaled \$11,079.25. Expenses incurred are also listed in this statement and total \$976.94 including the filing fee of \$839.00
6. Exhibit C is a breakdown of major activities performed by categories of conduct.
7. The categories of major services rendered and expenses incurred, a description of the services performed and billed under those categories and the number of hours devoted to each category is as follows (details and summary reports are attached hereto):

A. Prep. Pleadings	8.00 hours	\$2600	
	Draft	2.50 hours	\$812.50

Revise	1.25 hours	\$406.25
Completion	.75 hours	\$243.75

These categories would be fore preparation of motions to retain counsel, motion for turnover of assets and but primarily 2 adversary complaints. The first adversary complaint was filed at the immediate outset of the case. It was to obtain possession of the property seized prepetition, and to determine the nature extent and priority of liens. It also included actions for fraudulent transfer and lien avoidance with respect to C/F International's prepetition seizure and citation lien. The debtor's new counsel is pursuing this adversary action.

The second adversary action was researched and completely drafted and was turned over to the new counsel for the debtor who has now filed same. This action concerns a claim for damages incurred prepetition. The defendant C/F International and the claim arises from substantial damage caused by that defendant and its counsel Novack & Macey during the seizure of the debtor's assets prepetition. The undersigned turned over to new counsel all of the research materials on bailment and tort liability of attorneys and their clients from acts actually committed by their counsel.

B. "Court" 5.00 hrs. \$1625

Obviously, this includes all court appearances made by counsel for the debtor, and incidental conferences and meetings with other parties at the time of court hearings. Court appearances were made in connection status hearings; retention of counsel, motions for relief from the stay, motion to withdraw.

C. "Telephone" 1.51 hrs. \$460.75
Telephone with opposing counsel

These categories reflect all telephone conversations with the client, other counsel involved in this case, or with creditors or their counsel calling to make inquiries about the case. Conversations with the client reflect the need to consult with the client, obtain direction from the client and advise the client of the status of the case, etc.. Calls to opposing counsel or parties dealt mainly with the recovery of the debtor's assets from C/F International and Novack & Macey.

D. Research 2.75 hours \$893.75

This category dealt with researching issues related to the adversary action against C/F International and Novack & Macey. Creation of bailment and liability of attorneys and their clients for tortious conduct.

E. Letters and Correspondence 1.5 hrs \$487.50

Written communication with client and others.

F. Expenses \$976.94

Expenses advanced for the client were:

Filing Fee	\$839
FedEx charges	\$12.94
Mileage and parking for travel to court in Chicago	\$125.00

8. Total fees incurred from July, 2005, to November 22, 2005 are \$11079.25 and expenses were \$976.94.
9. Prior to the filing of this case the undersigned was paid \$7,000.
10. Counsel seeks an award of fees in the amount of \$11079.25 and reimbursement for expenses of \$976.94, with the Debtor to receive a credit for the sums of \$7,000 for fees paid prepetition.

WHEREFORE, Richard L. Hirsh, Applicant, request entry of an order:

- (a) Allowing Applicants compensation for fees in the amount of \$11079.25
- (b) Allowing Applicants additional expense reimbursement in the amount of \$976.94;
- © Requiring the Debtor in Possession to remit the final payment of \$5,056.19 to the undersigned forthwith.
- (d) Granting such other and further relief as this Court deems proper.

Respectfully submitted,

/s/ Richard L. Hirsh

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